

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

PARK PLACE ENTERTAINMENT CORPORATION

(Delayed Public Offering)

AMENDED ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on October 6, 1999, and before the Nevada Gaming Commission ("Commission") on October 21, 1999, at Carson City, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the following applications, as amended and supplemented, have been filed:

a. The applications of Park Place Entertainment Corporation for (i) amendments to its previously approved December 17, 1998 Order authorizing a continuous or delayed public offering by it or any affiliated company wholly-owned by it which is or would thereby become a publicly traded corporation ("Affiliate") and (ii) approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities Caesars World, Inc. and Consolidated Supplies, Services and Systems pursuant to a public

offering made by Park Place Entertainment Corporation or its Affiliate(s), under the continuous or delayed public offering approval;

b. The applications of Caesars World, Inc. for approval; to (i) place restrictions upon the transfer of, and enter into agreements not to encumber, the equity securities of Caesars Palace Corporation and (ii) guarantee securities issued by Park Place Entertainment Corporation or Affiliate(s), pursuant to a public offering made by Park Place Entertainment Corporation or Affiliate(s) under the a continuous or delayed public offering approval;

c. The applications of Caesars Palace Corporation for approval to (i) place restrictions upon the transfer of, and enter into agreements not to encumber, the equity securities of Desert Palace, Inc. and (ii) guarantee securities issued by Park Place Entertainment Corporation or Affiliate(s), pursuant to a public offering made by Park Place Entertainment Corporation or Affiliate(s) under the continuous or delayed public offering approval;

d. The applications of Desert Palace, Inc. for approval to (i) place restrictions upon the transfer of, and enter into agreements not to encumber, the equity securities of Tele/Info, Inc. and (ii) guarantee securities issued by Park Place Entertainment Corporation or Affiliate(s), pursuant to a public offering made by Park Place Entertainment Corporation or Affiliate(s) under the continuous or delayed public offering approval and to hypothecate its assets to secure payment or performance of obligations evidenced by securities issued by, Park Place Entertainment Corporation or Affiliate(s), pursuant to a public offering made by Park Place Entertainment Corporation or Affiliate(s) under the continuous or delayed public offering approval; and

e. The applications of Tele/Info, Inc. for approval to guarantee securities issued by Park Place Entertainment Corporation or Affiliate(s), pursuant to a public offering made by Park Place Entertainment Corporation or Affiliate(s) under the continuous or delayed

public offering approval and to hypothecate its assets to secure payment or performance of obligations evidenced by securities issued by, Park Place Entertainment Corporation or Affiliate(s), pursuant to a public offering made by Park Place Entertainment Corporation or Affiliate(s) under the continuous or delayed public offering approval.

2. THAT for a period of fourteen months, Park Place Entertainment Corporation and Affiliate(s) are hereby granted approval, pursuant to NGC Regulation 16.115, to make public offerings, subject to the following conditions:

a. That at all times during the fourteen month period, Park Place Entertainment Corporation and Affiliate(s), shall timely file all reports required by Section 13 or Section 15(d) of the Securities Exchange Act of 1934, as amended;

b. That upon filing documents with the United States Securities and Exchange Commission ("SEC") regarding the sale of any securities for which approval would otherwise be required, Park Place Entertainment Corporation and Affiliate(s) shall contemporaneously provide written notice and copies of such documents to the Board's Corporate Securities Division ("Division"), and shall keep said Division continuously and promptly informed as to the progress of any public offering made hereunder and as to any other event that would have a material effect on Park Place Entertainment Corporation or its subsidiaries, which would be subject to reporting on SEC Form 8-K; and

c. That the approval herein granted may be rescinded without prior notice upon the issuance of any interlocutory stop order by the Chairman of the Board. Said interlocutory stop order, if issued, shall remain in effect until the interlocutory stop order is lifted by the Commission upon such terms as are satisfactory to the Commission

3. THE Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for good cause, which shall remain in effect until lifted by the Commission as provided in Paragraph 2(c) above.

4. THAT for a period of fourteen months, Park Place Entertainment Corporation is hereby granted approval, pursuant to NGC Regulations 15.510.1-4 and 15.585.7-3, as applicable, to place restrictions on the transfer of, and to enter into agreements not to encumber, the equity securities of Parball Corporation, Caesars World, Inc. and Consolidated Supplies, Services and Systems, pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

5. THAT for a period of fourteen months, Parball Corporation is hereby granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions on the transfer of, and to enter into agreements not to encumber, the equity securities of LVH Corporation, FHR Corporation and Flamingo Hilton-Laughlin, Inc., pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

6. THAT for a period of fourteen months, Parball Corporation, FHR Corporation, LVH Corporation, Flamingo Hilton-Laughlin, Inc., Desert Palace, Inc., Consolidated Supplies, Services and Systems and Tele/Info, Inc. are each granted approval, pursuant to NGC Regulation 16.100(3), to guarantee securities issued by Park Place Entertainment Corporation or Affiliates(s), pursuant to the public offering made under the approval granted by Paragraph 2 of this Order, and to hypothecate their assets to secure the payment or performance of obligations evidenced by securities issued by Park Place Entertainment Corporation or Affiliate(s), pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

7. THAT for a period of fourteen months, Caesars World, Inc. is granted approval, pursuant to NGC Regulation 15.585.7-3, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Caesars Palace Corporation pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

8. THAT for a period of fourteen months, Caesars Palace Corporation is granted approval, pursuant to NGC Regulations 15.510.1-4 and 15.585.7-3, to place restrictions upon the

transfer of, and to enter into agreements not to encumber, the equity securities of Desert Palace, Inc. pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

9. THAT for a period of fourteen months, Caesars Palace Corporation is granted approval, pursuant to NGC Regulation 15.585.7-1, to guarantee securities issued by Park Place Entertainment Corporation or Affiliate(s), pursuant to the public offering made under the approval granted by Paragraph 2 of this Order.

10. THAT for a period of fourteen months, Desert Palace, Inc. is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Tele/Info, Inc. pursuant to a public offering made and the approval granted by Paragraph 2 of this Order.

ENTERED at Carson City, Nevada, this 21st day of October 1999.